

**NON-PROFIT BYLAWS
OF
MAXWELL OLD SETTLERS STEERING COMMITTEE, INC**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Iowa and the Articles of Incorporation of Maxwell Old Settlers Steering Committee, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Iowa, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Maxwell Old Settlers Steering Committee, Inc, and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 – PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which the Non-Profit Corporation/Organization is formed is set forth in the attached Articles of Incorporation. The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation/ Organization shall be operated exclusively for/to the community of maxwell, iowa for the purpose of charitable community contributions and to facilitate the Maxwell Old Settlers picnic, held the first full weekend in August.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Iowa and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organizations exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 – OFFICES

The principal office of the Corporation/Organization shall be located at
30738 653rd Ave, Maxwell, Iowa 50161. - PO BOX 23 Maxwell, Iowa 50161

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only.

No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Non-Profit Corporation Act of Iowa. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 5 members, but no fewer than one (3) Board members. The number of Board members may be increased beyond 5 members by the affirmative vote of a simple majority of the then-serving Board of Directors. In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

Once elected, board members do not have an expiring term. If a vacancy should exist, new board members shall be approved by a two-thirds majority of the committee members, as defined by the member roster, recorded on the last Tuesday of August from the prior or current fiscal year.

Term of Board

All appointments to the Board shall be for an indefinite term.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 3 meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5

Meetings that such action would be considered at the meeting. Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the President of Corporation/Organization, the Secretary of Corporation/Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Iowa is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by a two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President, Vice-President, Secretary, Treasurer or Committee Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a simple majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any 4 regular Board members may call a special meeting of the Board with no prior written notice provided to each member of the Board. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. This includes any digital or video communication.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individuals appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minutes folder located in Google drive. A copy of the minutes shall be delivered to each Board member via upload to the committee's google drive within 5 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, screenshots of text responses and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of 3 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

ARTICLE 6 - OFFICERS

Officers and Duties

The Board, for the period of August 31, 2024 – August 31, 2025, shall also fill the role of elected officers of the Corporation/Organization which shall include a President, Vice-President, a Secretary, a Treasurer, and Fundraising Director, and such other officers as the Board may designate by resolution. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion. All officers have the right to resign at any time by providing notice in writing to the President, Vice-President, Secretary, Treasurer, or Committee Director, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective. Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

President

It shall be the responsibility of the President, when present, to preside over all meetings of the Board of Directors and committee. The President is authorized to execute, in the name of the Corporation/Organization, any and all contracts
or

other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept for permanent record on the corporation's google drive, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws. The secretary is also responsible for the necessary facilitation of filings and permits, required to do the business of the organization.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and

shall render to the President, Vice-President, Secretary and Committee Director, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

Fundraising Director

It shall be the responsibility of the Fundraising Director to oversee all fundraising activities, assist the subcommittee coordinators with their budgetary needs, and give updates of their progress toward planning the August event.

ARTICLE 7 – COMMITTEES

Committees may, at the direction of the President, be added or removed by the President without vote. Committee coordinators are placed by the President to serve until such a time that they resign or are replaced by the President.

Vendor Coordinator/s

Coordinates and executes food vendors and product vendors. Accepts contracts and fees from said vendors as well as arranges their locations in the park based on needs for power. Fees, vendors, and contracts must be approved by the board of directors/officers.

Social Media Coordinator/s

Coordinates and executes social media content, updates the website and provides feedback from these platforms. Works with local news outlets to provide them with press releases.

Volunteer Coordinator/s

Works closely with all committee coordinators in order to assist them with creating a schedule of needed volunteers.

Volleyball Coordinator/s

Coordinates and executes the Friday volleyball tournament.

Ball Field Coordinator/s

Coordinates and executes the events for the area known as the baseball/softball field.

Beer Tent Coordinator/s

Coordinates and executes the beer tent. Sets up and tears down the bar. Schedules and plans for the purchase of beverages for the beer tent during the weekend of Old Settlers. Works with Old Settlers treasurer on accounting and cash handling. Works with the Secretary on establishing beer permits. Determines entry, fees, and beverages to be served at the beer tent.

Parade Coordinator/s

Coordinates and executes the parade. Procures exciting and new participants for the parade. Sets up and tears down the PA locations for the day of the event, chooses the parade emcee's. Runs the registration and line up of the parade. Parade King/Queen, Prince/Princess will be voted on at the March meeting the year of said event. Nominations for these roles will be made at the same meeting.

Bingo Tent Coordinator/s

Coordinates and executes the bingo tent. Will work with the Secretary to attain a gambling license.

5K Coordinator/s

Coordinates and executes the 5K run.

Raffle Coordinator/s

Coordinates and executes the raffle for the Old Settlers Committee. Collects and solicits prizes and donations from local businesses or community members. Will work with the Secretary to attain a gambling license. Arranges with the museum or VFW to display items, provides a list of items to the social media coordinator/s for posting with photos of larger donated items.

Horseshoe Coordinator/s

Coordinates and executes the horseshoe event.

Outside Service Coordinator/s

Coordinates and executes outside service vendors for garbage, porta-johns, and grounds maintenance. Including the pickup and removal of garbage and waste on the grounds every night/morning.

Bandstand Coordinator/s

Coordinates and executes the performers for the weekend on the bandstand. Attains contracts and pricing to present to the committee for said performers. Works with individuals who may be interested in running an event or hosting an event at the bandstand. Arrangements for the Sunday church worship service.

Truck and Tractor Pull Coordinator/s

Coordinates and executes the truck and tractor pull. This is a separate community entity and is not a part of the Maxwell Old Settlers Steering Committee Inc. This individual will provide updates to the committee and place any requests as needed for their event.

Rodeo Coordinator/s

Coordinates and executes the Rodeo. This is a separate community entity and is not a part of the Maxwell Old Settlers Steering Committee Inc. This individual will provide updates to the committee and place any requests as needed for their event.

Meetings and Actions of Committees

Special meetings of sub committees may be called without prior approval from the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the sub committee. Minutes shall be kept for each meeting of any sub committee and shall be filed with the Corporation/Organization records within three days. Submission of these minutes can be made to any board member. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances. In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation/Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Iowa Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities. Additionally, those holding elected office for the City of Maxwell, IA., may not hold an elected position on the Maxwell Old Settlers Steering Committee, Inc.

Restriction on Interested Directors

Not more than 1% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is any brother, sister, parent, spouse, or child. Any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

ARTICLE 9 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the President, Vice-President, Treasurer, Secretary, or Fundraising Director. All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office, or electronically in the organization's google drive, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office or electronically in the organization's google drive, a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Iowa Attorney General and members of the public for inspection no later than 5 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 5 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year. The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on August 31.

ARTICLE 12 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 - CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Greg Link, certify that I am the current elected and acting Secretary of the Corporation/Organization, and the above Bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on August 31, 2024, and that they have not been amended or modified since the date above.

EXECUTED on this 13th day of September, in the County of Story in the State of Iowa.

Greg Link

(Duly Elected Secretary)

IOWA 501(c)(3)

* Number: minimum 1

* Qualifications: natural person; no residency requirement; no membership requirement

* Term: 1 year

* Quorum: majority

* Committee: minimum 2 directors

* Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board

* Other: two or more offices may be held by the same person

* Members: optional

* Annual Meeting: required

* Quorum: 1/10th votes